

AUTHORIZATIONS TO BE TRANSFERED

MobileComm of the West, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Point-to-Point Microwave Service (CF). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WDU308	WDU309	WDU311	WHQ911	WHQ913	WHQ936
WHT479	WLB950	WLB951	WLM977		

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee MobileMedia DP Properties, Inc., Debtor-in-Possession (See Exhibit 1 and Section II.C.)	
Mailing Street Address or P. O. Box, City, State and ZIP Code 2101 Wilson Boulevard, Suite 935, Arlington, VA 22201	Call Sign or Other FCC Identifier
Internet Address	

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)	FCC USE ONLY
1	See associated	FCC Form 159	\$	
2			\$	

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application. ➡ \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor ATTN: Patricia A. Gray, Esq.

MobileMedia Corporation, Debtor-in-Possession
One Executive Drive, Suite 500
Fort Lee, NJ 07024

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee


New Shareholders of Arch Communications Group, Inc.
1800 West Park Drive, Suite 250
Westborough, MA 01581

5. Permittee or Licensee represents: (check one)

☐ That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☒ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: FCC Date filed: 5/4/95

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. ~~Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).~~

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1) MobileMedia DP Properties, Inc., Debtor-in-Possession	Signature 	Title (Office Held by Person Signing) Chairman - Restructuring	Date 9/1/98
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PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock (Complete Item 6(b)).

☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

See Section II.C.

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. * a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. *See Sections II.C. and VII.A

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. ~~Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).~~

Printed/Typed Name of Transferor Licensee (Must agree with Item 3) MobileMedia Corporation, Debtor-in-Possession	Signature	Title (Office Held by Person Signing) Chairman - Restructuring	Date
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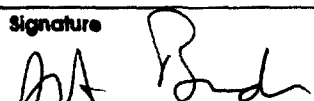
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Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
MobileMedia Corporation, Debtor-in-Possession		Chairman - Restructuring	9/1/98

PART III - To be completed by Transferee

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. * a statement of transferee's principal business. *See Section VII.D.


10. Attach as Exhibit No. * a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. *See Section VII.D.

Place an "X" in the appropriate column.		YES	NO
1. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
2. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
3. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
4. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? Delaware			
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E.			
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section VII.D.			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances. See Section II.B.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X	See Section VII.I
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. *Since Transferee entered the business, it has installed and removed numerous stations.	➤	X*	

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. Applicant will obtain all necessary state and local approvals	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
28. Attach as Exhibit No. _____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.	➤	*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

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WFY861	WFY862	WFY863	WFY864	WGW425	WGW426
WHA521	WHQ611	WHQ612	WHQ613	WHQ614	WLC595
WLL289	WLL290	WLL291			

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FCC USE ONLY

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Title (Office Held by Person Signing)

Chairman - Restructuring

Date

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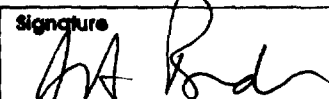
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9. Attach as Exhibit No. ____ a statement of transferee's principal business. *See Section VII.D.

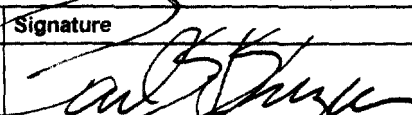
10. Attach as Exhibit No. ____ a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. *See Section VII.D.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. ____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? Delaware			
(1) Attach as Exhibit No. ____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E.			
(2) Attach as Exhibit No. ____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock. *See Section VII.D.			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. ____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. ____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. ____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. ____ a statement relating all the pertinent circumstances. See Section II.B.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X	See Section VII.D.
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. *Since Transferee entered the business, it has installed and removed numerous stations.	➤	X*	

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. and local approvals	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
28. Attach as Exhibit No. _____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.	➤	*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

AUTHORIZATIONS TO BE TRANSFERED

MobileComm of the Northeast, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Point-to-Point Microwave Service (CF). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WLL898**WLL899****WLL900****WLL901**

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee MobileMedia Paging, Inc., Debtor-in-Possession		(See Exhibit 1 and Section II.C.)
Mailing Street Address or P. O. Box, City, State and ZIP Code 2101 Wilson Boulevard, Suite 935, Arlington, VA 22201		Call Sign or Other FCC Identifier
Internet Address		

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)	FCC USE ONLY
1	See associated	FCC Form 159	\$	
2			\$	

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application. ➡ \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor ATTN: Patricia A. Gray, Esq.

MobileMedia Corporation, Debtor-in-Possession
One Executive Drive, Suite 500
Fort Lee, NJ 07024

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee


New Shareholders of Arch Communications Group, Inc.
1800 West Park Drive, Suite 250
Westborough, MA 01581

5. Permittee or Licensee represents: (check one)

☐ That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☒ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: FCC Date filed: 9/29/94

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with item 1) MobileMedia Paging, Inc., Debtor-in-Possession	Signature 	Title (Office Held by Person Signing) Chairman - Restructuring	Date 9/1/98
---	--	---	----------------

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock
(Complete item 6(b)).

☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.)
See Section II.C.

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. * a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. *See Sections II.C. and VII.A

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with item 3) MobileMedia Corporation, Debtor-in-Possession	Signature	Title (Office Held by Person Signing) Chairman - Restructuring	Date
--	-----------	---	------

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

MobileMedia Paging, Inc., Debtor-in-Possession

(See Exhibit 1 and Section II.C.)

Mailing Street Address or P. O. Box, City, State and ZIP Code

2101 Wilson Boulevard, Suite 935, Arlington, VA 22201

Call Sign or Other FCC Identifier

Internet Address

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	See associated	FCC Form 159	\$
2			\$

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application. >>> \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor ATTN: Patricia A. Gray, Esq.
MobileMedia Corporation, Debtor-in-Possession
One Executive Drive, Suite 500
Fort Lee, NJ 07024

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee
New Shareholders of Arch Communications Group, Inc.
1800 West Park Drive, Suite 250
Westborough, MA 01581

5. Permittee or Licensee represents: (check one)

☐ That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☒ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: FCC Date filed: 9/29/94

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with item 1)
MobileMedia Paging, Inc.,
Debtor-in-Possession

Signature

Title (Office Held by Person Signing)

Chairman - Restructuring

Date

9/1/98

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock
(Complete item 6(b)).

☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

See Section II.C.

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No. of Shares

Classification
(common, preferred, etc.)

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Printed/Typed Name of Transferor Licensee (Must agree with item 3)
MobileMedia Corporation,
Debtor-in-Possession

Signature

Title (Office Held by Person Signing)

Chairman - Restructuring

Date

9/1/98

PART III - To be completed by Transferee

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. * a statement of transferee's principal business. *See Section VII.D.


10. Attach as Exhibit No. * a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. *See Section VII.D.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. ____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? Delaware			
(1) Attach as Exhibit No. ____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E.			
(2) Attach as Exhibit No. * the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock. *See Section VII.D.			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. ____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. ____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. ____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. ____ a statement relating all the pertinent circumstances. See Section II.B.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X	
		See Section VII.D.	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. *Since Transferee entered the business, it has installed and removed numerous stations.	➤	X*	

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
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c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. <small>Applicant will obtain all necessary state and local approvals</small>	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
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29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
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30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
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CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

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Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

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WFY948	WFY949	WFY950	WGW600	WGW601	WGW602
WGW636	WGW637	WGW638	WGW639	WGW645	WGW647
WGW649	WGW650	WGW655	WGW657	WGW659	WGW660
WGW663	WGW665	WGW667	WGW669	WGX322	WGX324
WHA413	WHA414	WHA415	WHA416	WHA417	WHA418
WHA510	WHA511	WHA512	WHA522	WHE685	WHO691
WHQ932	WHQ963	WHT236	WLB210	WLB664	WLB665
WLC377	WLK726	WLK727	WLL268	WLL269	WLL402
WLL403	WLL404	WLL405	WLL406	WLM653	WLM654
WLW544	WML469				

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3888-0318
Est. Arg. Burden Hours
Per Response 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250				
T38. City Westborough			T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692		
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526		
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500				
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024	
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com		

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N) Yes No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N) Yes No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N) Yes No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) Yes No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) Yes No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u> See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing <div style="text-align: center;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center;">September 1, 1998</div>

ASSIGNEE OR TRANSFEREE CERTIFICATION

~~The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.~~

T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing <div style="text-align: center;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
T67. Signature 	T68. Date AUG 26 1998
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

AUTHORIZATIONS TO BE TRANSFERED

MobileMedia Communications, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Personal Communications Service (CN). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KNKV207

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3000-0318
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

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T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
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T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
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[illegible]

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T38. City Westborough	T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

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T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (201) 969-4526
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500	
T46. City Fort Lee	T47. State NJ
T48. Zip Code 07024	
T49. Taxpayer Identification Number TBD	T50. Internet or e-mail address pgray@mobilecomm.com

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.